

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

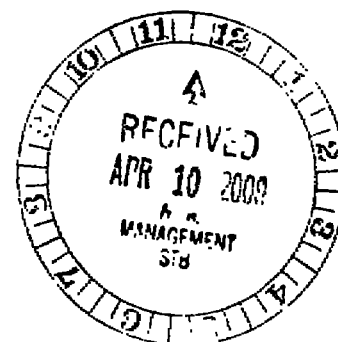
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www.firstunionrail.com

RECORDATION NO 27908 FILED

APR 10 '09

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SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

April 8, 2009

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Usage Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Usage Agreement, dated October 15, 2008, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Usage Agreement as a primary document since a Master Agreement has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Norfolk Southern Railway Company
1200 Peachtree St NE, Box 152
9th Floor
Atlanta, GA 30309

A description of the railroad equipment covered by the enclosed document is forty (40) 61 ft., Plate "C" bulkhead flatcars, with NOKI marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Usage Agreement**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Best regards,

A handwritten signature in black ink, appearing to read "Marcia Dunne".

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosure
(NS087)

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MEMORANDUM OF USAGE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF USAGE AGREEMENT (the "Memorandum") is made and entered into as of this the 15th day of October, 2008, by and between First Union Rail Corporation ("FURC"), a North Carolina corporation, and Norfolk Southern Railway Company ("NS"), a Virginia corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Usage Agreement (the "Agreement"), dated as of October 15, 2008, whereby Lessor has agreed for Lessee to use certain railcars pursuant to the Agreement, as described in more particular on Exhibit A attached hereto, effective as of October 15, 2008 and subject to the terms, conditions and provisions of the above-mentioned Agreement.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
VICE PRESIDENT SALES & MARKETINGBy: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKYTitle: ASST. DIRECTOR OF DOCUMENTATION Executed on this 15th day of October, 2008.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, Janice L. Enolva, a Notary Public of the County and State aforesaid, certify that Richard F. Seymour personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Usage Agreement.

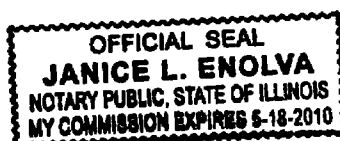
WITNESS my hand and official stamp or seal, this 15TH day of OCTOBER, 2008.

Janice L. Enolva
Notary Public

My Commission Expires:

5-18-2010

(Notary Public)



LESSEE:

NORFOLK SOUTHERN RAILWAY COMPANY

ATTEST:

By: J.M. Ghl

Name: F.M. Ehlers

Title: VP. Customer Service

By: _____

Name: _____

Title: _____

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF Georgia

COUNTY OF Cobb

I, DIANNE M. JOHNSON, a Notary Public of the County and State aforesaid, certify that F.M. Ehlers personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Usage Agreement.

WITNESS my hand and official stamp or seal, this 23rd day of October, 2008.

Dianne M. Johnson
Notary Public

Commission Expires:

MY COMMISSION EXPIRES MAY 8, 2011

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF USAGE AGREEMENT

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: 61', Plate "C" Bulkhead Flatcars, 263/268 GRL

CAR NUMBERS:

NOKL 725250	NOKL 725264	NOKL 725279
NOKL 725251	NOKL 725265	NOKL 725280
NOKL 725252	NOKL 725266	NOKL 725281
NOKL 725253	NOKL 725267	NOKL 725282
NOKL 725254	NOKL 725268	NOKL 725283
NOKL 725255	NOKL 725269	NOKL 725284
NOKL 725256	NOKL 725270	NOKL 725285
NOKL 725257	NOKL 725272	NOKL 725286
NOKL 725258	NOKL 725273	NOKL 725287
NOKL 725259	NOKL 725274	NOKL 725288
NOKL 725260	NOKL 725275	NOKL 725289
NOKL 725261	NOKL 725276	NOKL 725293
NOKL 725262	NOKL 725277	
NOKL 725263	NOKL 725278	